

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

**PATTY BEALL, MATTHEW
MAXWELL, TALINA MCELHANY AND
KELLY HAMPTON, individually
and on behalf of all other similarly situated;**

Plaintiffs,

**TYLER TECHNOLOGIES, INC. AND
EDP ENTERPRISES, INC.
Defendants.**

2:08-cv-422 TJW

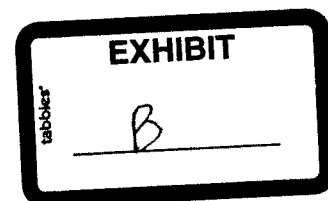
DECLARATION OF MITCHELL SPENCE

I declare, under penalty of perjury and pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. My name is Mitchell Spence. I am over 21 years of age and have personal knowledge of the facts set forth in this declaration.
2. I am employed with Tyler Technologies, Inc. ("Tyler"). Specifically, I currently serve as the Director of Client Services. I work in Tyler's "Courts and Justice Division" which formerly existed as a stand alone company called "The Software Group" until it was acquired by Tyler around 1998. In my capacity as Director of Client Services, I have knowledge of the job duties and functions of the employees who work in the Courts and Justice Division in Plano, Texas.
3. Prior to 2007, the Courts and Justice Division was divided into subgroups based on an older, "Legacy" software, or an updated, "Odyssey" software. While I do not recall all of the exact job titles of employees at that time, employees performed both customer support and implementation functions.

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4. In 2007, there was a corporate restructuring of the Courts and Justice Division. In connection with that restructuring, the customer support and implementation functions were separated in to discrete subgroups of employees such that employees performed either support or implementation functions but, not both, as previously had been the case. In two subgroups, however, known as the Appraisal and Tax Group & the Server & System teams, such implementation and support functions were not separated and, based on the size of the subgroup and the cyclical nature of its business, employees continued to perform dual functions of support and implementation.

5. The job duties of employees performing implementation of software programs sold and serviced by the Courts and Justice Division vary depending on the particular implementation assignment involved. Specifically, employees who work on state-wide implementations typically are away from the office for extended periods of time whereas employees who worked on individual county court implementations perform such work in more discrete, shorter periods of time. For example, at least three employees in the Tax and Appraisal Subgroup of the Courts and Justice Division over the last few years have worked on implementations in Montana and Kansas. In these instances, the employees were required to report on a daily basis to the customer's worksite in a state away from their residence to assist with the lengthy and complex implementation process involved in converting an entire state's courts information systems to Tyler's software. The implementation process in these state-wide projects usually spans years and is more complex than typical municipal implementations. In addition, certain Support Specialists, but not all, travel to customer sites to assist Implementers in connection with the implementation of the Courts and Justice Division's software programs.

6. The job duties of employees who performed customer support work also vary largely depending on years of experience. For example, there are three different categories of Support Specialist employees within the Courts and Justice Division—Associate Support Specialist, Support Specialist, and Senior Support Specialist. This latter category of Senior Support Specialist is responsible for mentoring more junior employees. Such mentoring functions include conducting training classes, and overseeing the work of other employees. The other categories of Support Specialists do not perform these functions.

7. Additionally, Support Specialist employees within the Appraisal and Tax Group also perform additional functions not shared with support employees in other subgroups within the Courts and Justice Division. Specifically, such support employees within the Appraisal and Tax Group are responsible to do quality assurance work. This involves testing core functions of Tyler's products to ensure that the particular software program meets client and product specifications. Within other subgroups of the Courts and Justice Division, such quality assurance work is done by employees who work in a discrete quality assurance department.

8. Within the Courts and Justice Division, support employees are paid on the basis of a straight salary and receive a bonus if they are required to travel to a customer's site to assist with implementation functions, which sometimes occurs in more lengthy and/or complex implementations. Implementation employees also are paid a straight salary and receive a travel bonus, but are under a different travel bonus plan than the employees who perform support related functions.

Executed this 11th day of May, 2009 in Plano, Texas.

A handwritten signature in black ink, appearing to read 'MS' followed by a stylized flourish.

Mitchell Spence